

## **PROFFERS**

### **Springfield Parcel C LLC and Springfield Metro Center II, LLC**

**PCA 1998-LE-064-3**

**PCA 2008-LE-015-2**

**July 21, 2015**

Pursuant to Section 15.2-2303(a) Code of Virginia, 1950, as amended, Springfield Parcel C LLC and Springfield Metro Center II, LLC, (hereinafter referred to as the "Applicants"), for themselves, successors and assigns in PCA 1998-LE-064-3 and PCA 2008-LE-015-2, filed for property identified as Tax Map 90-2 ((1)) 56C (part) and 90-4 ((1)) 11B (part) (hereinafter referred to as the "Application Property") hereby proffer that the development of the Application Property shall be in accordance with the following proffers, provided that the Board of Supervisors approves PCA 1998-LE-064-3 and PCA 2008-LE-015-2. These proffers shall supersede and replace all previously approved proffers applicable to the Application Property.

#### **1. GENERALIZED DEVELOPMENT PLAN**

- a. Subject to the provisions of 18-204 of the Fairfax County Zoning Ordinance (hereinafter referred to as the "Zoning Ordinance"), development of the Application Property shall be in substantial conformance with the generalized development plan ("GDP") consisting of twenty-nine (29) sheets, prepared by Urban, Ltd., dated October 2014 and revised through June 17, 2015.
- b. Subject to the provisions of Section 18-204 of the Zoning Ordinance, minor modifications to the GDP may be permitted as determined by the Zoning Administrator. The Applicants reserve the right to modify the layout shown on the GDP at time of site plan based on final engineering and design provided that there is no decrease in the amount or location of open space or landscaping as shown on the GDP. Notwithstanding what is shown on the GDP, the Applicants shall have the ability to make minor modifications to the internal streetscape without necessitating a proffered condition amendment ("PCA"). Should tenant requirements not include a minimum setback, or should Department of Defense setback requirements be reduced, the Applicants shall consider a reduction in those setbacks as shown on the GDP. The distances to peripheral lot lines may be decreased, but to no less than minimum Zoning Ordinance requirements, without necessitating approval of a proffered condition amendment. At no time shall a maximum of 600,800 square feet of gross floor area be exceeded on the Application Property.

#### **2. USES**

- a. As shown on the GDP, the Application Property shall be permitted to be developed with office, and accessory uses. In the Applicants' sole discretion, the

Application Property may be developed with either one (1) or two (2) office buildings. Option 1 shall include a maximum of 474,000 square feet of gross floor area ("GFA") and Option 2 shall include a maximum of 600,800 square feet of GFA. With Option 2, the Applicant reserves the right to transfer office square footage between the Application Property and the property subject to PCA 2011-LE-022. Up to 126,800 square feet of GFA may be transferred from the property subject to PCA 2011-LE-022 to the Subject Property provided that the square footage permitted under PCA 2011-LE-022 shall be reduced by the amount of square footage transferred to the Application Property. In no event shall the maximum GFA for Option 2 exceed 600,800 square feet.

Accessory uses are permitted and may include, but not be limited to, a personal service establishment, sundry shop, banking center, and eating establishment to support the tenants in each building. Accessory uses shall be designed for tenant use with the intent to minimize midday vehicle trips to and from the Application Property. Among the building(s) proposed for these applications and the two (2) buildings proposed in conjunction with PCA 2011-LE-022, the Applicants shall provide a minimum of 5,000 square feet of accessory uses, which shall be identified prior to issuance of a tenant layout building permit for the accessory uses. If at time of final site plan submission for the last of the buildings, the Applicants can demonstrate to the satisfaction of the Zoning Administrator that they have made diligent efforts to lease a minimum of 5,000 square feet for accessory uses and those efforts have been unsuccessful in meeting the minimum square footage required under this proffer, this proffer shall be deemed satisfied and the Applicants shall have no further obligation under this proffer.

- b. Cellar space, if provided, shall include a mix of uses such as the following:
  - (i) Unoccupied areas used by the building tenants or owners (such as restrooms, mechanical rooms, electrical rooms, janitor and building maintenance rooms, bulk storage for documents, paper and office supplies, goods and products of the building tenant or janitorial supplies);
  - (ii) Specialty areas used by the building tenants or owners (such as computer rooms, battery rooms, "clean rooms," security tanks, SCIF rooms, libraries, broadcast studios, mail rooms, etc.);
  - (iii) Simultaneous or accessory uses used by the building tenants or owners (such as conference rooms, conference centers, fitness center, employee cafeterias or canteens, employee lounges or classrooms, banking center, sundry shop); and
  - (iv) Offices.

- c. Telecommunications facilities (building-mounted only) may be added to the building without necessitating approval of a PCA.

### 3. TRANSPORTATION

- a. Prior to the issuance of the first Non-Residential Use Permit ("Non-RUP") for the Application Property, Joseph Alexander Road, from Metropolitan Center Drive to the Metro Access Road shall be constructed as shown on the GDP.
- b. Within three (3) months of the issuance of the first Non-RUP for the Application Property, the Metro Access Road which has been constructed between Springfield Center Drive and the Joseph Alexander Transportation Center, shall be open for use to provide private and/or public shuttle bus, transit, and pedestrian access between the Application Property and the Joe Alexander Transportation Center.
- c. The Applicants shall be responsible for the maintenance (repairs/snow plowing/ice removal) of the Metro Access Road. The Applicants may transfer these maintenance responsibilities to an owner/tenants association established for the maintenance of the land area identified as Land Units O and P, within the Franconia Springfield Area of the Fairfax County Comprehensive Plan ("Land Units O and P"). Prior to the issuance of the first tenant Non-RUP for the Application Property, the Applicants shall provide security to the County for the timely performance of maintenance of the Metro Access Road in accordance with a maintenance agreement (the "Agreement") executed by the Applicants and the County. In the event that the Applicants fail to timely perform maintenance on the road in accordance with the terms of the Agreement, the County shall have the right to accomplish the needed maintenance and the Applicants shall reimburse the County for the costs incurred by the County, and this duty to reimburse shall be secured by a performance bond, all in accordance with the terms of the Agreement. The Applicants' obligation for maintenance under this paragraph may be assigned or transferred to an entity comprised of owners/tenants within Land Units O and P.
- d. Prior to the issuance of the first Non-RUP for the Application Property, the Applicants shall provide a road extension connecting the current Springfield Center Drive terminus directly to Joseph Alexander Road. Said road extension shall be constructed as shown on the GDP. The Applicants shall dedicate a public access easement over that portion of Springfield Center Drive that is located on the Application Property.
- e. The Joseph Alexander Road construction on the Subject Property and the Springfield Center Drive Extension shall be designed and constructed to meet the requirements of the Fairfax County Public Facilities Manual and VDOT street standards to allow for future acceptance into the VDOT system for maintenance

and operations, as determined by the Department of Public Works and Environmental Services (DPWES) and VDOT. Joseph Alexander Road shall be constructed within a seventy-four (74) foot right-of-way and Springfield Center Drive shall be constructed within a seventy (70) foot right-of-way. The Applicants shall provide right-of-way dedication of these street segment areas upon demand by Fairfax County or VDOT, with coordination with the property owner identified as Fairfax County tax map 90-2 ((1)) 56B, so that the street segment areas can become a part of the public roadway network, in which case, dedication shall be made in fee simple to the Board of Supervisors.

- f. A shuttle bus system in the vicinity of the Application Property has been established and will continue to operate as follows:
- (i) At the time of issuance of the first Non-RUP for the Application Property, and for the benefit of all occupants, visitors, and invitees on the Application Property, and on the property which is known as Springfield Metro Center I (the property which was the subject of RZ 1998-LE-006), the Applicants shall either (a) pay to participate on an equitable basis in an area Transportation Management Association ("TMA"), i.e., TAGS or a bus circulator system, if the TMA provides shuttle bus service between the Application Property and the Joe Alexander Transportation Center or (b) if such TMA participation is not available, the Applicants shall provide, operate, and maintain shuttle bus services (including, but not limited to, mid-day service to Springfield Mall), individually or cooperatively, with the Applicant/successor-in-title of the property known as Springfield Metro Center I. Said shuttle bus service shall be coordinated with the shuttle bus obligations in the proffers governing Springfield Metro Center I, so as to allow occupants, visitors, and invitees of that property to utilize the Applicants' shuttle bus system in coordination with the shuttle bus system established pursuant to the proffers for RZ 1998-LE-006.
  - (ii) The shuttle buses utilized pursuant to this proffer shall have a "body-on-chassis" or equivalent design. They shall be sized to accommodate peak hour ridership under the schedule proffered herein, as determined by Fairfax County Department of Transportation (FCDOT). If these buses are part of TAGS, they shall have signage indicating that they part of the TAGS systems, through coordination with TAGS.
  - (iii) At a minimum, the shuttle bus service shall be available at ten (10) minute intervals during the morning peak hour period (6:30 a.m. to 9:00 a.m.) and the evening peak hour period (4:00 p.m. to 7:00 p.m.) (excluding Saturdays, Sundays, and national holidays) unless lesser hours are approved by FCDOT, based upon justification provided by the Applicants. The shuttle bus shall also operate at other off-peak intervals appropriate to

occupant, visitor and invitee needs, subject to FCDOT approval. A shuttle bus stop shall be located on Joseph Alexander Road adjacent to the plaza.

- (iv) If shuttle bus service is provided by the Applicants as described in i(b) above, it shall continue to be provided by the Applicants for a period of two (2) years from the date on which the first Non-RUP for the Application Property is issued unless a shuttle bus service is provided in lieu of the Applicants' shuttle bus service by an area TMA, before the expiration of two (2) years. If the shuttle bus service is provided by the TMA, the Applicants shall be a member of the TMA, until the management entity is responsible for the service. At the conclusion of this two (2) year period, the Applicants shall establish and transfer all administrative tasks of operating the shuttle service or participating in the TMA, as applicable, to a management entity authorized to coordinate transportation management for the uses on the Application Property. The management entity shall be a joint venture between the land owners of Springfield Metro Center I and II. Written notification of the creation of the management entity and the name and address of the representative of the entity, shall be provided to FCDOT and to the Department of Planning and Zoning. The transfer to the management entity shall be subject to the proviso that the level of existing service is not diminished, as determined by FCDOT. The management entity will thereafter be financially responsible for shuttle service operations and for implementing equitable assessment procedures for the users of the service. In the event that an area TMA is established to provide equivalent service as determined by FCDOT, the management entity for the uses on the Subject Property may, in lieu of providing its own shuttle service, participate on an equitable basis in the TMA for the benefit of the occupants, visitors, and invitees of the Application Property. If necessary, the Applicants shall grant bus access easements on Springfield Center Drive, Joseph Alexander Road, and/or the Metro Access Road, subject the permission of WMATA, to facilitate bus service, and enter into a bus access agreement prior to the issuance of the first tenant Non-RUP on the Application Property.
- (v) For so long as the Applicants or the management entity operates the shuttle service, other properties within Land Units O and P shall be permitted to participate in the shuttle service provided by the Applicants/management entity, provided, the owners or tenants of these properties shall make equitable arrangements with the Applicants/management entity with regard to the costs of providing the service. If an interim off-street commercial parking use is established, either the Applicants or the entity that the parking serves shall provide service from the Application Property to the property that the interim parking is serving.

- (vi) In the event that public transportation via a connector bus service or some other mode of public transportation is developed which renders provision of shuttle service unnecessary, as determined by the Zoning Evaluation Division in conjunction with FCDOT and the Lee District Supervisor and the Applicants, then the shuttle bus shall be discontinued. In lieu of the shuttle, the Applicants shall contribute funds on an equitable basis that would otherwise be paid for the shuttle toward operation of a bus circulator system.
- g. The Applicants shall reserve right-of-way for future dedication to Fairfax County along the western border of the Application Property extended from the intersection of Joseph Alexander Road with Metropolitan Center Drive to the southern boundary line of the property, as shown on the GDP. Said right-of-way shall be dedicated to the Board of Supervisors at no cost, upon demand by Fairfax County. The actual construction of the extension of Joseph Alexander Road southward from Metropolitan Center Drive shall be by others.
- h. At time of site plan approval, or upon demand by Fairfax County and/or VDOT, whichever occurs first, the Applicants shall dedicate thirty-five (35) feet from the centerline of the existing private access road between the Application Property and property identified as Fairfax County Tax Map Reference 90-4 ((1)) 11C and 11D to the Fairfax County Board of Supervisors. The Applicant shall construct frontage improvements along the same with the face of curb set thirty (30) feet from the opposing face of curb located along Parcels 11C and 11D.
- i. Within three (3) months of the completion of the construction of Frontier Drive Extended, the Applicants shall either close, relocate, or submit an Access Management Exception to VDOT for approval, and/or restrict the access to right-in/right-out for the site entrance directly northwest of Frontier Drive extended upon consultation with FCDOT and VDOT. Under no circumstances shall the Applicants be required to reconfigure or relocate the stormwater management vault as shown on Sheet 9 of the GDP if it designed to accept vehicle loadings as determined by VDOT and FCDOT.
- j. Loisdale Road and Metropolitan Center Drive Traffic Signal. Within twelve (12) months after the issuance of the first Non-RUP for the Application Property, the Applicants shall submit for VDOT's review and approval, a traffic signal warrant study for the installation of a new signal at Loisdale Road and Metropolitan Center Drive. In the event that VDOT determines that a signal is necessary, then the Applicant shall design, equip, and install said signal. The Applicants shall be permitted to utilize such funds as may have been previously proffered to the County at this location by others. In the event that the signal is not deemed warranted within twelve (12) months after the issuance of the first Non-RUP, then

the Applicants shall conduct a second warrant study within six (6) months of eighty-five percent (85%) occupancy of the office building if it is a single building development or within six (6) months of eighty-five percent (85%) occupancy of building or buildings on the Application Property to determine whether a signal is warranted at that time. In the event that the signal is not warranted within six (6) months of eighty-five percent (85%) occupancy of the single or second office building, the Applicants shall contribute to the Board of Supervisors a total of twenty-five thousand dollars (\$25,000.00) toward the provision of a future signal by others.

- k. **Loisdale Road and Springfield Center Drive Traffic Signal.** Within twelve (12) months after the issuance of the first Non-RUP for the Application Property, the Applicants shall submit for VDOT's review and approval, a traffic signal warrant study for the installation of a new signal at Loisdale Road and Springfield Center Drive. In the event that VDOT determines that a signal is necessary, then the Applicants shall design, equip, and install said signal. The Applicants shall be permitted to utilize such funds as may have been previously proffered to the County at this location by others. In the event that the signal is not deemed warranted within (12) months after the issuance of the first Non-RUP, then the Applicants shall conduct a second warrant study within six (6) months of eighty-five (85%) occupancy of the building or buildings to determine whether a signal is warranted within at that time. Should a signal not be warranted at that time, the Applicants shall have no further obligation under this proffer.

#### 4. **TRANSPORTATION DEMAND MANAGEMENT**

- a. **TDM Coordinator.** Within 180 days after the issuance of the first building permit for the first office building on the Application Property, the Applicants shall appoint and continuously employ a Transportation Demand Management Coordinator (the "TC"). The TC duties may be assigned to an office property manager who will implement the Transportation Demand Management ("TDM") strategies described herein. Within 120 days of such appointment, the Applicants, through the TC, shall develop and submit to FCDOT for review, a TDM Plan for the Application Property. The TDM Plan shall be implemented upon issuance of the first office tenant Non-RUP for the first office building. The TC shall notify FCDOT in writing within thirty (30) days of the appointment of the TC. Thereafter, the Applicant shall do the same within thirty (30) days of any change in such appointment.
- b. **TDM Plan.** The TDM Plan shall consist of, but not limited to, the following elements, unless FCDOT determines that one or more of these elements are unnecessary (other substitute elements may be included upon mutual agreement between the Applicants and FCDOT):

- (i) The TC shall work cooperatively with FCDOT staff to promote opportunities to enhance participation in TDM programs.
- (ii) Participation in the shuttle bus program as set forth herein.
- (iii) Metro maps, schedules, forms and ride sharing and other relevant transit option information shall be available to tenants and employees through a common web site, common location, or newsletter to be published at least twice a year.
- (iv) The Applicants shall provide at least twenty (20) reserved parking spaces for each office building for carpools/vanpools.
- (v) Secure, weather protected bicycle storage shall be provided in a location convenient to tenants, employees, and visitors.
- (vi) Actively promote the use of carpooling/vanpooling, the Guaranteed Ride Home Program, Metro-Check, telework and other components of the TDM Plan. The TC will work with staff from the Fairfax County RideSources Program to exchange information. The RideSources Program will maintain a database of registered carpools and vanpools along with origin, designation, and work hours of the registered carpools/vanpools.
- (vii) Employers within Springfield Metro Center II will be encouraged to allow flexible work hours for personnel. The exact policy of the implementation of flexible work hours will vary by employer and implementation shall be at their sole discretion.
- (viii) The Applicants shall provide 200 SmarTrip cards, per building each with a one-time value of \$25.00 to the TC at the time of the issuance of the first tenant Non-RUP for each building. The TC shall distribute the SmarTrip cards to employers to promote the use of mass transit by employees.
- (ix) The TC shall administer the on-site sale of fare media with the permission of the relevant transit service providers. Fare media to be sold shall include, but is not limited to VRE, Metrorail, Metrobus, and Fairfax Connector.
- (x) Prior to the issuance of the first Non-RUP on the Application Property, the Applicants shall construct a bus stop shelter proximate to the Application Property's entrance along Joseph Alexander Road, subject to review and approval by VDOT, the Fairfax Connector and/or WMATA.



- c. Transportation Management Association. The Applicants shall participate in TAGS, the area's Transportation Management Association.
- d. Trip Reduction Goals. The goal of the TDM Plan shall be to reduce the number of weekday peak hour vehicle trips generated by the commercial uses located within the Application Property by a minimum of thirty percent (30%) based upon the Institute of Transportation Engineers (ITE), 8<sup>th</sup> edition, trip generation rates for the applicable uses.
- e. Annual Report. Beginning twelve (12) months after the issuance of the first office tenant Non-RUP for the first building on the Application Property, and annually thereafter, the TC shall prepare and submit to FCDOT a report quantifying the use of public transportation, carpooling, vanpooling, and other rideshare programs, created under the TDM Plan (the "Annual Report"). Any changes to the TDM Plan shall be highlighted in this report. The Annual Report shall be submitted to FCDOT no later than May 15 of each calendar year.
- f. Monitoring. Beginning with the first year following full occupancy of the second office building or beginning the first year following full occupancy of the office building if only one building is constructed on the Application Property, and concurrent with that year's annual report, the effectiveness of TDM strategies shall be evaluated using surveys and/or traffic counts, prepared by the TC in cooperation with FCDOT. The TC shall submit to FCDOT the results of these surveys and/or traffic counts in order to determine travel characteristics and whether the required reduction in trips has been achieved. If the peak hour trip reduction goal of thirty percent (30%) has not been achieved, as evidenced by the surveys and/or traffic counts, the TC shall meet with FCDOT to review the TDM program for the purpose of identifying additional strategies and programs that may be implemented to assist in achieving the trip reduction goal. The Applicants shall have the benefit of two (2) surveys and/or counts to evaluate the effectiveness of the implemented TDM Strategies. Each of these years shall be considered a "Remedial Cycle." Based on the two (2) Remedial Cycles, the Applicants, in consultation with FCDOT, shall determine additional strategies and programs that could be implemented. These additional strategies shall be implemented by the TC for the remainder of the calendar year. If after two (2) Remedial Cycles, the trip reduction goal has not been met, then the Applicant shall pay penalties as outlined below. The surveys and/or traffic counts shall be conducted annually and submitted to FCDOT in the Annual Report from the year following full occupancy of the second office building or the year following full occupancy of the building if only one is constructed until achievement of the trip reduction goal for two (2) successive years.
- g. Remedy Fund. In the event that the goal of a thirty percent (30%) peak hour reduction in trips is not met after two (2) Remedial Cycles, the Applicants shall

provide a contribution in the amount of two thousand five hundred dollars and 00/100 (\$2,500.00) toward measures which will directly reduce vehicle trips associated with the Application Property. Such incentives shall include, but not be limited to, the provision of additional SmarTrip cards to employees and additional coordination with employees to promote ridesharing and increased transit use. Said contribution shall be made each year that the goal of a thirty percent (30%) peak hour reduction in trips is not reached, or for a period of five (5) years following two (2) remedial cycles, or until the Applicants and FCDOT agree to readjust the reduction percentage, whichever shall first occur. This TDM Goal may be readjusted as described herein without necessitating approval of a proffered condition amendment.

- h. Continuing Implementation. The TC shall bear sole responsibility for continuing implementation of the TDM Program and compliance with this proffer. The TC shall continue to administer the TDM Program in accordance with this proffer including the submission of Annual Reports.
- i. Notice to Owners. All owners of the Application Property shall be advised of the TDM Program set forth in this proffer. The current owner shall advise all successor owners of their funding obligations pursuant to this proffer prior to purchase and the requirements of the TDM program shall be included in all initial and subsequent purchase documents.
- j. Enforcement. If the TC fails to timely submit a report to FCDOT as required by this proffer, the TC will have sixty (60) days within which to cure the violation. If after such sixty (60) day period the TC has not submitted the delinquent report, then the Applicants shall be subject to a penalty of \$50 per day not to exceed \$18,250 for one incident. Such penalty shall be payable to Fairfax County.

## 5. PARKING

- a. The Applicants reserve the right to provide surface parking in addition to the garage parking that shown on the GDP, as long as open space is not decreased. Surface parking shall not be provided between the front of the proposed office buildings and Joseph Alexander Road.
- b. The height of the parking garage along the eastern border of the site shall not exceed an average height of sixty (60) feet. Prior to the issuance of a building permit for the parking garage, the Applicants shall conduct a noise analysis, subject to DPWES and the Environment and Development Review Branch of DPZ review and approval, to determine whether the garage wall facing the RF&P railroad line will reflect noise into the Windsor Park subdivision in excess of Zoning Ordinance standards. If it does, the Applicants shall include recognized

noise attenuating materials and/or design in the design and construction of this wall of the garage.

- c. The Applicants shall provide parking to meet minimum Zoning Ordinance requirements, including parking as may be required for those areas defined as cellar space. The Applicants shall have the ability to reduce parking from that which is shown on the GDP, so long as parking is provided to meet the minimum Zoning Ordinance requirements.
- d. The Applicants reserve the right to obtain approval of a parking reduction without necessitating approval of a PCA.

## 6. RECREATION

- a. A minimum of 1,000 square feet of floor space shall be allocated in one or more of the office buildings to provide indoor recreational exercise facilities. If all the space is allocated to one building, this facility shall be available to occupants of both buildings, should two buildings be constructed.
- b. At time of application for a building permit for the first building on either the Application Property or the property subject to PCA 2011-LE-022, whichever occurs first, the Applicants shall contribute forty thousand dollars (\$40,000.00) to the Fairfax County Park Authority (FCPA) for park and recreational improvements at Lee District Park. At time of building permit application for the final building on either the Application Property or the property subject to PCA 2011-LE-022, whichever occurs second, the Applicants shall contribute an additional twenty-two thousand dollars (\$22,000.00) to the FCPA for park and recreational improvements at Lee District Park.

## 7. STORMWATER MANAGEMENT/BEST MANAGEMENT PRACTICES

- a. The Applicants shall provide Stormwater Management (SWM) and Best Management Practices (BMP) in the locations as generally shown on the GDP. Said facilities shall be designed in accordance with the Public Facilities Manual and the Chesapeake Bay Preservation Ordinance, unless modified by DPWES. All or a portion of the SWM/BMPs may be provided underground, on-site in a location and manner acceptable to DPWES.
- b. Subject to receipt of any necessary agreements, letters of permission or easements from the property owner at no cost to the Applicants, the Applicants shall upgrade the existing pipe outfall located on adjacent property identified among the Fairfax County tax map records as 90-2 ((1)) 60. The existing outfall pipe is adequate in accordance with DPWES standards, however, the Applicants will take the

following measures as permitted by DPWES and the property owner to improve the outfall:

- (i) Removal of two existing trees at the end section;
- (ii) Removal of trash and fallen trees from the existing channel for approximately fifty (50) feet downstream of the end section;
- (iii) Installation of Class 1 rip rap around end section and fifty (50) feet downstream of end section;
- (iv) Lining the existing channel with Class 1 rip rap; and
- (v) Installation of an eight (8) inch tall check dam ten (10) feet from the end section to create a stilling basin at the outfall.

The rejection by DPWES and/or the property owner of one or more of the above measures shall not preclude installation of the remaining measures, if approved.

## 8. PEDESTRIAN CONNECTIVITY

- a. Prior to site plan submission, the Applicants shall coordinate pedestrian connections with NVCC to facilitate pedestrian travel from its campus to the Metro Access Road. The Applicants shall extend the sidewalk to the common property line with NVCC based upon coordination of the location of the tie-in with NVCC. The Applicants shall diligently pursue coordination of pedestrian connections with NVCC and provide documentation in support of such efforts to DPWES, including, if applicable, documentation that the coordination was not successful. Pedestrian connections to NVCC may be modified from those shown on the GDP to facilitate pedestrian travel so long as said modifications do not degrade the pedestrian network shown on the GDP, as determined by the Department of Planning & Zoning.
- b. Within sixty (60) days from commencement of construction activity on the Application Property, the Applicants shall provide a minimum five (5) foot path between the Application Property and Fairfax County Tax Map Reference 90-4 ((1)) 11D ("Parcel 11D"). A path shall be provided between the Application Property and Parcel 11D throughout the construction process. The path may be constructed of asphalt or concrete and may be relocated based on construction phasing so long as a connection between the Application Property and NVCC is maintained at all times during the construction process.

9. DESIGN

- a. The principal façade building materials for the office building(s) shall consist of brick, natural stone, pre-cast concrete, or other masonry finish and glass. In addition, one or two additional accent materials (e.g., stone) may be included. Features, such as canopies and/or awnings, shall be used to identify building entrances.
- b. The building materials used for the parking garage shall be complementary to those used for the office buildings, of comparable quality, and subdued colors. The Applicants shall install a screen on the side of the parking garage adjacent to Springfield Center Drive Extension that will either be an architectural screen or be seasonally covered in vines to enhance the appearance of the garage. Prior to site plan approval, final architectural drawings shall be submitted to the Lee District Supervisor and Planning Commissioner for review for compliance with these proffers.
- c. Development and landscaping of the urban plaza area and at the corner of Joseph Alexander Road and Springfield Center Drive shall be in substantial conformance with the details shown on Sheet 14 of the GDP. Prior to the issuance of the first Non-RUP, the Applicants shall construct the urban plaza and shall record a public access easement over the urban plaza area.
- d. The light standards shall feature semi-cutoff shielding for street lights. Lighting standards in the plaza area and in the parking lots shall feature full cut-off shielding.
- e. In the event that low level security walls, including other possible security features such as bollards, planters and/or boulders, are required by tenants as vehicle barriers, the walls and/or other security features shall be constructed of materials that are complementary to the building materials, such as brick, masonry and/or concrete that is similar to pre-cast as may be utilized on the office buildings, and designed to complement the buildings(s). The walls and other possible security features, if necessary, shall be located on the perimeter of the Application Property and shall not exceed eight (8) feet in height. The security features shall be integrated as part of an overall landscape design that will feature a mix of plantings to enhance their appearance. The design of the security plan shall not rely on the repetitive use of a single element such as continuous rows of bollards or planters. Portions of the barriers may function as hardened street furniture, including benches, lampposts, signposts, planters, etc. Fencing should be avoided and, if fencing is provided, it shall have some degree of transparency in order to mitigate the lack of integration caused by solid fencing. Prior to approval, the final site plan and any revisions shall be submitted to the Lee

District Supervisor and Planning Commissioner for review for compliance with these proffers.

- f. Low-level lighting, designed to provide for a safe pedestrian pathway to the Metro Access Road, shall be installed along all perimeter sidewalks adjacent to the Application Property and phased with individual building construction.
- g. A crosswalk shall be provided across Joseph Alexander Road from the Application Property to the adjacent multi-family residential development as shown on the GDP and as may be approved by VDOT. Subject to any necessary letters of permission or easements at no cost to the Applicants, the Applicants shall install an accessible ramp from the street to the sidewalk.
- h. The pavement elevation of the loading dock adjacent to Springfield Center Drive as shown on the GDP shall be lowered four (4) feet to minimize its appearance.
- i. The design of the buildings shall not preclude future first floor retail.
- j. The grade adjacent to Springfield Center Drive shall be adjusted to screen the loading area as generally shown on the GDP. Prior to the issuance of the first Non-RUP, the Applicants shall provide a plaza/seating area adjacent to Springfield Center Drive as generally shown on the GDP. Mechanical equipment, including HVAC units, shall not be installed on the top of the loading area.

#### 10. GREEN BUILDING PRACTICES

- a. The Applicants shall include a U.S. Green Building Council (USGBC) Leadership in Energy and Environmental Design ("LEED") accredited professional as a member of the design team. The LEED accredited professional shall work with the team to incorporate the current version, at the time of Applicant's registration, of LEED design elements into the project. At time of site plan submission, the Applicants shall provide documentation to the Environmental and Development Review Branch of DPZ demonstrating compliance with the commitment to engage such a professional.
- b. The Applicants will include, as part of the site plan submission and building plan submission for any building to be constructed, a list of specific credits within the most current version, at the time of Applicants' registration, of the USGBC's Core and Shell LEED rating system or other LEED rating system determined by the USGBC that the Applicants anticipate attaining. The LEED-accredited professional will provide certification statements at both the time of site plan review and the time of building plan review confirming that the items on the list will meet at least the minimum number of credits necessary to attain LEED Silver

Core and Shell certification of the project. In addition, prior to site plan approval, the Applicant will designate the Chief of the Environment and Development Review Branch of the Department of Planning and Zoning (DPZ) as a team member in the USGBC's LEED online system. This team member will have privileges to review the project status and monitor the progress of all documents submitted by the project team, but will not be assigned responsibility for any LEED credits and will not be provided with the authority to modify any documentation or paperwork.

- c. Prior to building plan approval, the Applicants will execute a separate agreement and post, for each building, a "Green Building Escrow," in the form of cash, bond, or a Letter of Credit from a financial institution acceptable to DPWES as defined in the Public Facilities Manual, in the amount of \$2.00 per gross square foot for that building. This Green Building Escrow shall be in addition to and separate from other bond or escrow requirements and shall be released upon demonstration of attainment of Silver certification by the USGBC under the most current version at the time of Applicants' registration of LEED Core and Shell rating system or other LEED rating system determined by the USGBC, to be applicable to each building. The provision to the Environment and Development Review Branch of DPZ of documentation from the USGBC that each building has attained LEED Silver Core and Shell certification will be sufficient to satisfy this commitment. If the Applicants fail to provide documentation to the Environmental and Development Review Branch of DPZ demonstrating attainment of LEED Silver Core and Shell certification within two (2) years of issuance of the first Non-RUP for office use for each building, the escrow will be released to Fairfax County and will be posted to a fund within the County budget supporting implementation of County environmental initiatives.
- d. If the Applicants provide documentation to the Environment and Development Review Branch of DPZ, within two (2) years of issuance of the first Non-RUP for office use for each building, that demonstrates that LEED Silver certification has not been obtained but the building has been determined by the USGBC to fall within three (3) points of attainment of LEED Silver certification, fifty percent (50%) of the escrow will be released to the Applicants, the other fifty percent (50%) will be released to Fairfax County and will be posted to a fund within the County budget that supports implementation of County environmental initiatives.
- e. If the Applicants provide evidence that LEED Silver Core and Shell certification has been delayed through no fault of the Applicants, this proffered time frame shall be extended by the Zoning Administrator, and no release of escrowed funds shall be made to the Applicants or to the County during this extended time frame.
- f. All references to the U.S. Green Building Council shall apply to similar certifying agencies that are created subsequent to approval of this application, provided that

the alternative certifying agency is acceptable to Fairfax County and the Applicants.

11. GEOTECHNICAL

Prior to site plan approval, and in accordance with the provisions of the Public Facilities Manual, the Applicants shall submit a geotechnical study of the Application Property to the Geotechnical Review Board through DPWES and shall incorporate appropriate engineering practices as recommended by the Geotechnical Review Board and DPWES to alleviate potential structural problems, to the satisfaction of DPWES. The recommendations of the Geotechnical Review Board shall be implemented during construction.

12. ADVANCED DENSITY CREDIT

Advanced density credit is reserved consistent with the provisions of Paragraph 4 of Section 2-308 of the Zoning Ordinance for all eligible dedications described herein or as may be required by Fairfax County or VDOT.

13. TIMING OF IMPROVEMENTS

Upon demonstration by the Applicants that, despite diligent efforts or due to factors beyond the Applicants' control, the required improvements have been or will be delayed beyond the time set forth in these proffers, the Zoning Administrator may agree to a later date for completion of such improvements.

14. SUCCESSORS AND ASSIGNS

These proffers shall bind and inure to the benefit of the Applicants and their successors or assigns.

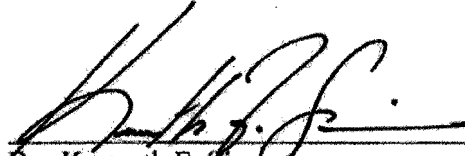


APPLICANT/TITLE OWNER OF TAX MAP  
90-4 ((1)) 11B PT.

SPRINGFIELD METRO CENTER II, LLC, a Delaware limited  
liability company

By: Boston Properties Limited Partnership, a Delaware Limited  
partnership, its Managing Member

By: Boston Properties Inc., a Delaware Corporation, its General  
Partner

  
By: Kenneth F. Simmons  
Its: Senior Vice President, Development

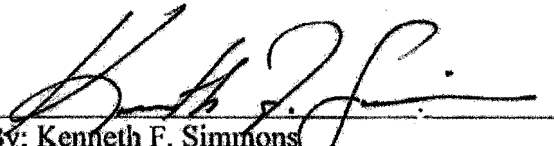
[SIGNATURES CONTINUE ON THE NEXT PAGE]

APPLICANT/TITLE OWNER OF TAX MAP 90-2 ((1)) 56C PT.

SPRINGFIELD PARCEL C LLC, a Delaware limited liability company

By: Boston Properties Limited Partnership, a Delaware Limited partnership, its Managing Member

By: Boston Properties Inc., a Delaware Corporation, its General Partner



By: Kenneth F. Simmons  
Its: Senior Vice President, Development

[SIGNATURES END]